

EXECUTION COPY

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SEP 30 1994 10 AM

CLERK'S OFFICE, CITY OF NEW YORK

SEVENTH AMENDMENT

TO

SECURITY AGREEMENT - TRUST DEED,

dated as of September 29, 1994

between

ACF RAILCAR ACQUISITION CORPORATION

and

INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION

SEVENTH AMENDMENT
TO
SECURITY AGREEMENT - TRUST DEED

THIS SEVENTH AMENDMENT TO SECURITY AGREEMENT - TRUST DEED, dated as of September 29, 1994 (this "Amendment"), is made between ACF RAILCAR ACQUISITION CORPORATION, a Delaware corporation (the "Debtor"), and INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION (the "Secured Party").

W I T N E S S E T H:

WHEREAS, the Debtor and the Secured Party have heretofore entered into a certain Security Agreement - Trust Deed, dated as of December 30, 1993 (as amended prior to the date hereof, the "Security Agreement"); and

WHEREAS, the Debtor and the Secured Party have agreed, subject to the conditions and terms hereinafter set forth, to amend the Security Agreement in certain respects as herein provided;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

SECTION 1.1. Use of Defined Terms. Unless otherwise defined or the context otherwise requires, terms for which meanings are provided in the Security Agreement shall have such meanings when used in this Amendment.

ARTICLE II

AMENDMENTS

SECTION 2.1. Amendment to Annex A to Security Agreement. Effective as of September 29, 1994, Annex A to the Security Agreement is hereby amended by the deletion of the Cars listed on Annex A hereto. Each reference to Annex A in the Security

Agreement shall be deemed to refer to such Annex as amended by Annex A hereto.

SECTION 2.2. Amendment to Annex B to Security Agreement. Effective as of September 29, 1994, Annex B to the Security Agreement is hereby amended by the deletion of the Equipment Leases listed on Annex B hereto. Each reference to Annex B in the Security Agreement shall be deemed to refer to such Annex as amended by Annex B hereto.

ARTICLE III

REAFFIRMATION OF SECURITY INTEREST

SECTION 3.1. Reaffirmation. The Debtor, in consideration of the premises and of the sum of Ten Dollars received by the Debtor from the Secured Party and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in order to secure the prompt payment in full and when due (whether at stated maturity, by acceleration or mandatory prepayment or otherwise) of the Secured Obligations, has granted, and does hereby grant, to the Secured Party and its successors and assigns, a lien on and the security interest in all of the Debtor's right, title and interest in, to and under the Collateral.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES

In order to induce the Secured Party to enter into this Amendment, the Debtor represents and warrants unto the Secured Party as set forth in this Article IV.

SECTION 4.1. Due Authorization, Non-Contravention, etc. The execution, delivery and performance by the Debtor of this Amendment are within the Debtor's corporate powers, have been duly authorized by all necessary corporate action, and do not

- (a) contravene the Debtor's certificate of incorporation or by-laws; or
- (b) contravene any contractual restriction, law or governmental regulation or court decree or order binding on or affecting the Debtor.

SECTION 4.2. Government Approval, Regulation, etc. No authorization or approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or

other person or entity is required for the due execution, delivery or performance by the Debtor of this Amendment.

SECTION 4.3. Validity, etc. This Amendment constitutes the legal, valid and binding obligation of the Debtor enforceable against it in accordance with its terms.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 5.1. Ratification of and References to the Security Agreement. This Amendment shall be deemed to be an amendment to the Security Agreement, and the Security Agreement, as amended hereby, is hereby ratified, approved and confirmed in each and every respect. All references to the Security Agreement in any other document, instrument, agreement or writing shall hereafter be deemed to refer to the Security Agreement as amended hereby.

SECTION 5.2. Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment or any provisions hereof.

SECTION 5.3. Execution in Counterparts. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

SECTION 5.4. Governing Law. THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND TO BE PERFORMED IN SUCH STATE; AND THE SECURED PARTY SHALL BE ENTITLED TO THE BENEFITS OF THE RECORDING SYSTEM CONFERRED BY 49 U.S.C. SECTION 11303 AND SUCH ADDITIONAL RIGHTS, ARISING OUT OF THE FILING OR RECORDING WITH RESPECT THERETO.

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IN WITNESS WHEREOF, the parties hereto have caused this
Amendment to be executed by their respective officers thereunto
duly authorized.

**ACF RAILCAR ACQUISITION
CORPORATION**

By

Name: Robert J. Mitchell
Title: Treasurer

State of New York)
)
 ss:
County of New York)

On this 29th day of September 1994, before me personally came Robert J. Mitchell, to me known, who being by me duly sworn, did depose and say that he resides at 3 Woodland Drive, Woodbury, NY 11797 that he is the Treasurer of ACF Railcar Acquisition Corporation, the corporation described in and which executed the foregoing instrument, and that he signed his name thereto on the date hereof by order of the board of directors of said corporation.

Notary Public

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

ACFX	45055	ACFX	45057	ACFX	45058	ACFX	45063	ACFX	45043
ACFX	65472	ACFX	67592	ACFX	67700	ACFX	67701	ACFX	67732
ACFX	67703	ACFX	67704	ACFX	67705	ACFX	67706	ACFX	67787
ACFX	67708	ACFX	67739	ACFX	67790	ACFX	67791	ACFX	67792
ACFX	67793	ACFX	67794	ACFX	67795	ACFX	67796	ACFX	67797
ACFX	67798	ACFX	67799	ACFX	67800	ACFX	67801	ACFX	67802
ACFX	67803	ACFX	67804	ACFX	67805	ACFX	67806	ACFX	67807
ACFX	67808	ACFX	67809	ACFX	67810	ACFX	67811	ACFX	67812
ACFX	67813	ACFX	67814	ACFX	67815	ACFX	67816	ACFX	67817
ACFX	67818	ACFX	67819	ACFX	67820	ACFX	67821	ACFX	67822
ACFX	67823	ACFX	67824	ACFX	67825	ACFX	67826	ACFX	67827
ACFX	67828	ACFX	67829	ACFX	67830	ACFX	67831	ACFX	67832
ACFX	67833	ACFX	67834	ACFX	67835	ACFX	67836	ACFX	67837
ACFX	67838	ACFX	67839	ACFX	67840	ACFX	67841	ACFX	67842
ACFX	67843	ACFX	67844	ACFX	67845	ACFX	67846	ACFX	67847
ACFX	67848	ACFX	67849	ACFX	67850	ACFX	67851	ACFX	67852
ACFX	67853	ACFX	67854	ACFX	67855	ACFX	67856	ACFX	67857
ACFX	67853	ACFX	67859	ACFX	67860	ACFX	67861	ACFX	67862
ACFX	67863	ACFX	67864	ACFX	67865	ACFX	67866	ACFX	67867
ACFX	67868	ACFX	67859	ACFX	67870	ACFX	67871	ACFX	67872
ACFX	67873	ACFX	67874	ACFX	67875	ACFX	67876	ACFX	67877
ACFX	67878	ACFX	67879	ACFX	67880	ACFX	67881	ACFX	67882
ACFX	67883	ACFX	67884	ACFX	67885	ACFX	67886	ACFX	67887
ACFX	67888	ACFX	67889	ACFX	67890	ACFX	67891	ACFX	67892
ACFX	67893	ACFX	67894	ACFX	67895	ACFX	67896	ACFX	67897
ACFX	67898	ACFX	67899	ACFX	67900	ACFX	67901	ACFX	67902
ACFX	67903	ACFX	67904	ACFX	67905	ACFX	67906	ACFX	67903
ACFX	67909	ACFX	67910	ACFX	67911	ACFX	67912	ACFX	67913
ACFX	67914	ACFX	67947	ACFX	67948	ACFX	67949	ACFX	67950
ACFX	67951	ACFX	67952	ACFX	67953	ACFX	67954	ACFX	68439
ACFA	94440	ACFA	94422	ACFA	94423	ACFA	94424	ACFA	94401
ACFX	94872	ACFX	94873	ACFX	94874	ACFX	94875	ACFX	94876
ACFX	94877	ACFX	94878	ACFX	94879	ACFX	94880	ACFX	94881
ACFX	94882	ACFX	94883	ACFX	94884	ACFX	94885	ACFX	94886
ACFA	94887	ACFA	94888	ACFA	94889	ACFA	94890	ACFA	94940
ACFA	94941	ACFA	94942	ACFA	94943	ACFA	94944	ACFA	94945
ACFA	94940	ACFA	94947	ACFA	94948	ACFA	94949	ACFA	94950
ACFA	94951	ACFA	94961	ACFA	94962	ACFA	94963	ACFA	94964
ACFA	94965	ACFA	94966	ACFA	94967	ACFA	94968	ACFA	94969
ACFX	94970								

TOTAL CARS 196

ANNEX B

LESSOR CODE	LESSEE NAME	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	EFFECTIVE DATE	LEASE EXPIRATION DATE	LEASE TOTAL CARS
0151	CHINOOK GROUP	5859	ACFX094945	T	1993	09/01/1993	08/31/1998	6
	CHINOOK GROUP		ACFX094946	T	1993	09/01/1993	08/31/1998	
	CHINOOK GROUP		ACFX094947	T	1993	09/01/1993	08/31/1998	
	CHINOOK GROUP		ACFX094948	T	1993	09/01/1993	08/31/1998	
	CHINOOK GROUP		ACFX094949	T	1993	09/01/1993	08/31/1998	
	CHINOOK GROUP		ACFX094950	T	1993	09/01/1993	08/31/1998	
0151		5859						6
0168	TUDHUNTER INTERNATIONAL INC	5861	ACFX094951	T	1993	09/01/1993	08/31/1998	1
0168		5861						1
0188								1
0211	AKZO NOBEL CHEMICALS INC.	45100055	ACFX094889	T	1993	10/01/1993	09/30/2003	1
0211	AKZO NOBEL CHEMICALS INC.		ACFX094890	T	1993	10/01/1993	09/30/2003	
0211		45100055						2
0211	AKZO NOBEL CHEMICALS INC.	45100057	ACFX045056	H	1989	04/01/1994	03/31/1999	1
	AKZO NOBEL CHEMICALS INC.		ACFX045057	H	1989	04/01/1994	03/31/1999	
0211	AKZO NOBEL CHEMICALS INC.		ACFX045058	H	1989	04/01/1994	03/31/1999	
0211		45100057						3
0255	GROSFIELD CHEMICALS INC	5636	ACFX045603	H	1991	02/01/1992	01/31/1997	1
0255		5636						1
0255								1
0307	ICI AMERICAS FILMS*	45070033	ACFX094877	T	1993	03/01/1994	04/30/2003	1
	ICI AMERICAS FILMS*		ACFX094878	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094879	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094880	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094881	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094882	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094883	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094884	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094885	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094886	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094887	T	1993	03/01/1994	04/30/2003	
	ICI AMERICAS FILMS*		ACFX094888	T	1993	03/01/1994	04/30/2003	
0307		45070033						12
0307								12
0323	LUBRIZOL CORPORATION THE	5895	ACFX094961	T	1993	09/01/1993	08/31/1998	1
	LUBRIZOL CORPORATION THE		ACFX094962	T	1993	09/01/1993	08/31/1998	
	LUBRIZOL CORPORATION THE		ACFX094963	T	1993	09/01/1993	08/31/1998	

* Name Changed to: Zeneca Inc.

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR OWNER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0323	LUBRIZOL CORPORATION THE LUBRIZOL CORPORATION THE LUBRIZOL CORPORATION THE LUBRIZOL CORPORATION THE LUBRIZOL CORPORATION THE LUBRIZOL CORPORATION THE	5895	ACF094964 ACF094965 ACF094966 ACF094967 ACF094968 ACF094969 ACF094970	T T T T T T T	1993 1993 1993 1993 1993 1993 1993	09/01/1993 09/01/1993 09/01/1993 09/01/1993 09/01/1993 09/01/1993 09/01/1993	08/31/1998 08/31/1998 08/31/1998 08/31/1998 08/31/1998 08/31/1998 08/31/1998	
0323	ELF ATUCHEM NORTH AMERICA, INC. ELF ATUCHEM NORTH AMERICA, INC. ELF ATUCHEM NORTH AMERICA, INC. ELF ATUCHEM NORTH AMERICA, INC. ELF ATUCHEM NORTH AMERICA, INC.	50630005	ACF094872 ACF094873 ACF094874 ACF094875 ACF094876	T T T T T	1993 1993 1993 1993 1993	04/01/1993 04/01/1993 04/01/1993 04/01/1993 04/01/1993	03/31/1998 03/31/1998 03/31/1998 03/31/1998 03/31/1998	10
0323		5895						10
0442	ELF ATUCHEM NORTH AMERICA, INC. ELF ATUCHEM NORTH AMERICA, INC. ELF ATUCHEM NORTH AMERICA, INC. ELF ATUCHEM NORTH AMERICA, INC.	50630005	ACF094872 ACF094873 ACF094874 ACF094875 ACF094876	T T T T T	1993 1993 1993 1993 1993	04/01/1993 04/01/1993 04/01/1993 04/01/1993 04/01/1993	03/31/1998 03/31/1998 03/31/1998 03/31/1998 03/31/1998	5
0443	KUHM & HAAS COMPANY KUHM & HAAS COMPANY KUHM & HAAS COMPANY	5803	ACF068822 ACF068823 ACF068824	H H H	1993 1993 1993	05/01/1993 05/01/1993 05/01/1993	04/30/1998 04/30/1998 04/30/1998	5
0493		5803						3
0493								3
0536	SHINTECH INCORPORATED SHINTECH INCORPORATED	5423	ACF068439 ACF068440	H H	1990 1990	02/01/1991 02/01/1991	02/29/1996 02/29/1996	2
0536		5423						2
0543	CHEVRON U.S.A. PRODUCTS COMPANY	5840 5840	ACFF065648	H	1989	05/01/1993	04/30/1996	1
0543		5840						2
0572	ARISTECH CHEMICAL CORPORATION ARISTECH CHEMICAL CORPORATION ARISTECH CHEMICAL CORPORATION ARISTECH CHEMICAL CORPORATION ARISTECH CHEMICAL CORPORATION	27530120	ACF094940 ACF094941 ACF094942 ACF094943 ACF094944	T T T T T	1993 1993 1993 1993 1993	08/01/1993 08/01/1993 08/01/1993 08/01/1993 08/01/1993	07/31/1998 07/31/1998 07/31/1998 07/31/1998 07/31/1998	5
0572		27530120						5
0601	QUANTUM CHEMICAL CORPORATION QUANTUM CHEMICAL CORPORATION QUANTUM CHEMICAL CORPORATION	5198	ACF066472 ACF067592 ACF067700	H H H	1989 1990 1990	01/01/1990 01/01/1990 01/01/1990	12/31/1999 12/31/1999 12/31/1999	5

LESSOR CODE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	LEASE YEAR	EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0601	QUANTUM	5138	ACFX067831	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067832	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067833	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067834	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067835	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067836	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067837	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067838	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067839	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067840	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067841	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067842	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067843	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067844	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067845	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067846	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067847	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067848	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067849	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067850	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067851	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067852	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067853	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067854	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067855	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067856	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067857	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067858	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067859	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067860	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067861	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067862	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067863	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067864	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067865	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067866	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067867	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067868	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067869	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067870	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067871	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067872	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067873	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067874	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067875	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067876	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067877	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067878	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067879	H	1990	01/01/1990	12/31/1999
	QUANTUM		ACFX067880	H	1990	01/01/1990	12/31/1999

LESSEE GUIDE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
0601	QUANTUM CHEMICAL CORPORATION	5138	ACFX067881	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067882	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067883	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067884	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067885	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067886	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067887	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067888	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067889	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067890	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067891	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067892	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067893	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067894	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067895	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067896	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067897	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067898	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067899	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067900	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067901	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067902	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067903	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067904	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067905	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067906	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067908	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067909	M	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067910	M	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067911	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067912	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067913	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067914	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067917	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067948	M	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067949	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067950	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067951	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067952	H	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067953	M	1990	01/01/1990	12/31/1999
	QUANTUM CHEMICAL CORPORATION		ACFX067954	H	1990	01/01/1990	12/31/1999
0601	UNION CAMP CORPORATION	5138					
0601							
0605	UNION CAMP CORPORATION	07900071	ACFX073401	F	1990	05/01/1991	04/30/1996
0605		07900071					

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ANNEX D

PAGE 6

LESEE CODE	LESEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
							196
1							
2							
3							
4							
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